

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Case No. 20-33948 (MI)
Fieldwood Energy III LLC, et al.,	§	
	§	Chapter 11
Post-Effective Date Debtors¹.	§	
	§	Jointly Administered

**STIPULATION AND AGREED ORDER BETWEEN THE PLAN ADMINISTRATOR AND
XTO OFFSHORE INC., HHE ENERGY COMPANY, AND XH, LLC RESOLVING THE
OBJECTION TO XTO'S PROOF OF CLAIM**

[Relates to Dkt. No. 2842]

This stipulation and agreement (the “**Stipulation**”) is entered into by and among (i) David Dunn, the plan administrator (the “**Plan Administrator**”) appointed pursuant to the Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Docket No. 2016]²; and XTO Offshore Inc., HHE Energy Company, and XH, LLC (collectively, “**XTO**”) regarding the Plan Administrator’s Objection to Proofs of Claim of XTO Offshore Inc., HHE Energy Company, and XH, LLC [Docket No. 2842] (the “**Objection**”) and settlement of the XTO Claim (as defined below). The Parties hereby stipulate and agree as follows:

WHEREAS, on August 3, 2020 and August 4, 2020 (as applicable, the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the United States Code (the

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III, LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “Post-Effective Date Subsidiaries”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtor), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Plan.

“Bankruptcy Case”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”);

WHEREAS, on June 25, 2021, the Court entered the Findings of Facts, Conclusions of Law, and Order (I) Confirming Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors and (II) Granting Related Relief [Docket No. 1751] (the “**Confirmation Order**”) confirming, as modified therein, the Eighth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors [Docket No. 1742] (including any exhibits and schedules thereto and as may be further amended, supplemented, or modified, including at Docket No. 2008, the “**Confirmed Plan**”);

WHEREAS, on August 27, 2021, the Debtors filed that certain Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors and (II) Occurrence of Effective Date [Docket No. 2016], setting forth that, *inter alia*, the Effective Date occurred on August 27, 2021 (the “**Effective Date**”);

WHEREAS, on the Effective Date, David Dunn of Province, Inc. was appointed to serve as the Plan Administrator pursuant to the Confirmed Plan. *See* Confirmed Plan § 5.9(b);

WHEREAS, on or about November 24, 2020, XTO timely filed Proof of Claim Number 666 (the “**XTO Claim**”).

WHEREAS, the Plan Administrator filed his Objection on August 17, 2023, which included a response date of September 18, 2023 and an initial pre-trial hearing on October 2, 2023 at 10:30 am CT.

WHEREAS, the Parties have agreed, subject to approval of the Bankruptcy Court, to resolve the Objection and to compromise and settle XTO Claim as set forth herein.

NOW, THEREFORE, after good-faith, arms-length negotiations, in consideration of the foregoing, it is hereby **STIPULATED AND AGREED**, and upon approval by the Bankruptcy Court of this Stipulation, it is so **ORDERED** that the XTO Claim is fully and finally resolved as follows:

1. Claim No. 666 is hereby deemed allowed, in part, in the total amount of \$39,082,224.00, and shall be treated as an Allowed Class 6B General Unsecured Claim under the Confirmed Plan, and all other amounts claimed in Claim No. 666 are disallowed.

2. This Stipulation is intended by the Parties to be binding upon their successors, agents and assigns, including bankruptcy trustees and estate representatives, and any parent, subsidiary and affiliated entities.

3. Nothing set forth herein shall have any impact on any rights or claims XTO has or may have against any third parties in connection with the XTO Claim.

4. Kroll Restructuring Administration LLC, the Debtors' claims and noticing agent, (the "Claims Agent") is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Stipulation.

5. The Plan Administrator, the Claims Agent, and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted pursuant to this Stipulation in accordance with the Objection and as further set forth herein.

6. The Court retains jurisdiction to interpret, implement and enforce the provisions of this Stipulation

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day and year first written below.

IT IS SO ORDERED

Dated: _____

UNITED STATES BANKRUPTCY JUDGE
MARVIN ISGUR

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day and year first below written.

Dated: March 27, 2024

BOND ELLIS EPPICH SCHAFER JONES PORTER HEDGES LLP

/s/ Aaron Guerrero
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ATTORNEYS FOR XTO OFFSHORE INC., HHE ENERGY COMPANY, AND XH, LLC

ATTORNEYS FOR DAVID DUNN, PLAN ADMINISTRATOR FOR THE POST-EFFECTIVE DATE DEBTORS

CERTIFICATE OF SERVICE

I hereby certify that on the 27th day of March, 2024 a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Aaron Guerrero
Aaron Guerrero